

Clarksville Montgomery County Sports Authority  
Board of Directors Called Meeting  
September 18, 2019

Call to Order Kyle Luther

Resolution of Restructuring Tim Harvey

Adjourn Kyle Luther

**A RESOLUTION AUTHORIZING A RESTRUCTURING PLAN OF THE CLARKSVILLE-MONTGOMERY COUNTY SPORTS AUTHORITY, REQUESTING CONSENT OF THE CITY COUNCIL OF THE CITY OF CLARKSVILLE AND THE BOARD OF COMMISSIONERS OF MONTGOMERY COUNTY FOR SAME, AND AMENDING CERTIFICATE OF INCORPORATION TO REFLECT SAME**

WHEREAS, The Clarksville-Montgomery County Sports Authority (the "Authority") is a sports authority created jointly by the City of Clarksville, Tennessee (the "City") and Montgomery County, Tennessee (the "County") on October 26, 2006, pursuant to the provisions of the Sports Authority Act of 1993, as amended, being Chapter 67 of Title 7 of the Tennessee Code Annotated (the "Act"); and

WHEREAS, the Board of Directors of the Authority now desires to restructure the Authority to appoint the County as the sole sponsor of the Authority and to change the Board of Directors of the Authority to seven members, selected by the County in the manner prescribed by the Act (the "Restructuring Plan"); and

WHEREAS, to implement the Restructuring Plan, the Authority must amend its Certificate of Incorporation, originally filed with the Tennessee Secretary of State on October 25, 2006; and

WHEREAS, the Act requires that the Authority obtain the permission of the City and the County prior to amending its Certificate of Incorporation to implement the Restructuring Plan; and

WHEREAS, attached to this resolution as Exhibit A, there is a form of the proposed First Amendment to the Certificate of Incorporation (the "Certificate Amendment"), which provides that (i) the County will be sole sponsor of the Authority, (ii) the City will withdraw as a sponsor of the Authority, (iii) the Board of Directors shall be seven members, appointed solely by the County in the manner prescribed by the Act, and (iv) the Authority will be renamed the "The Montgomery County Sports Authority" to reflect that the County is the sole sponsor of the Authority.

NOW THEREFORE, BE IT RESOLVED by the Board of Directors of The Clarksville-Montgomery County Sports Authority as follows:

Section 1. The Restructuring Plan is hereby approved.

Section 2. The Certificate Amendment shall be in substantially the form attached as Exhibit A, which is hereby approved, with such completions, omissions, insertions and changes as may be approved by the officer executing it, his or her execution to constitute conclusive evidence of his or her approval of any such omissions, insertions and changes.

Section 3. The Authority hereby requests that the City Council of the City concur with the Restructuring Plan of the Authority and approve the Certificate Amendment.

Section 4. The Authority hereby requests that the Board of Commissioners of the County concur with the Restructuring Plan of the Authority and approve the Certificate Amendment.

Section 5. Upon receiving the permission of the City Council of the City and the Board of Commissioners of the County, the Chair or Vice Chair is hereby authorized to execute, and where requested, the Secretary or Assistant Secretary is authorized to attest, the Certificate Amendment and file same with the Tennessee Secretary of State.

Section 6. The Board of Directors are hereby authorized and directed to execute, deliver and file such other documents and to take all such further action as they may consider necessary or desirable in connection with the consummation of the Restructuring Plan and the Certificate Amendment described above.

Section 7. That all other resolutions and orders, or parts thereof, in conflict with the provisions of this Resolution, are, to the extent of such conflict, hereby repealed and this Resolution shall be in immediate effect from and after its adoption.

Adopted and approved this \_\_\_\_ day of \_\_\_\_\_, 2019.

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Chairman

Attest:

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Secretary/Treasurer

STATE OF TENNESSEE )

COUNTY OF MONTGOMERY )

I hereby certify that I am the duly qualified and acting Secretary/Treasurer of The Clarksville-Montgomery County Sports Authority, and as such official, I further certify that attached hereto is a copy of the excerpts from the minutes of the meeting of the Authority held on \_\_\_\_\_, 2019; that I have compared said copy with the original minute records insofar as said original records related to the restructuring of the sports authority and the amendment of the Certificate of Incorporation.

WITNESS my official signature and the seal of my office on this \_\_\_\_ day of \_\_\_\_\_, 2019.

\_\_\_\_\_  
Secretary/Treasurer

(SEAL)

EXHIBIT A

**FIRST AMENDMENT TO THE  
CERTIFICATE OF INCORPORATION OF  
THE CLARKSVILLE-MONTGOMERY COUNTY  
SPORTS AUTHORITY**

Pursuant to the provisions of Tennessee Code Annotated Section 7-67-107, the undersigned, being all of the members of the Board of Directors of The Clarksville-Montgomery County Sports Authority (the "Authority"), hereby apply to the State of Tennessee to amend the Certificate of Incorporation of the Authority:

1. The name of the Authority is: The Clarksville-Montgomery County Sports Authority.

2. The section of the Certificate of Incorporation entitled "Name" is amended in its entirety to read as follows: "The name of the corporation is The Montgomery County Sports Authority."

3. The section of the Certificate of Incorporation entitled "Purposes" is amended by revising subsection (b) to remove the references to the City of Clarksville insofar as the corporation shall hereafter be a public instrumentality solely of the County of Montgomery.

4. The section of the Certificate of Incorporation entitled "Board of Directors" is amended by deleting subsections (a) and (e) in their entirety and substituting them to read as follows:

(a) The Authority shall have a board of directors in which all corporate powers of the Authority shall be vested and which shall consist of seven (7) members, all of whom shall be duly qualified voters of the County of Montgomery, Tennessee.

(1) The directors shall serve as such without compensation, except that they may be reimbursed for their actual expenses incurred in and about the performance of their duties.

(2) No director shall be an elected official or employee of Montgomery County.

(3) The seven (7) directors shall be appointed by the County Mayor of Montgomery County, subject to the approval of the Board of Commissioners, and they shall be so appointed that they shall hold office for staggered terms.

(4) At the time of the appointment of the first board of directors, the Montgomery County Mayor shall divide the directors into three (3) groups containing as near as equal whole numbers as may be possible. The first term of the directors included in the first group shall be two (2) years; the first term of the directors included in the second group shall be four (4) years; the first term of the directors included in the third group shall be six (6) years; and thereafter the terms of all directors shall be six (6) years; provided, that if, at the expiration of any term of office of any director, a successor has not been appointed, the director whose term of office has expired shall continue to hold office until the director's successor is so appointed.

(5) A member of the board of directors of the Authority may be removed from the board, with cause, by the Montgomery County Mayor, subject to approval by the Board of County Commissioners.

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(e) Any amendment to this corporation's Charter may be made in accordance with Tennessee Code Annotated § 7-67-107; specifically, the board of directors of the Authority shall file with the Montgomery County Board of Commissioners an application, in writing, seeking permission to amend the Charter, setting forth the proposed amendment to be made. If the Montgomery County Board of Commissioners, by an appropriate resolution duly adopted, find and determine that it is wise, expedient, necessary or advisable that the proposed amendment be made and authorizes the same to be made, approving the form of the proposed amendment, then the chair of the board of directors of the Authority shall execute an instrument embodying the amendment and shall file the same with the Secretary of State and properly record the same with the Register's Office of Montgomery County, Tennessee.

5. The section of the Certificate of Incorporation entitled "Dissolution" is amended in its entirety to read as follows:

The Authority may be dissolved by the board of directors of the Authority in accordance with the procedure set forth in Tennessee Code Annotated § 7-67-119. The Authority may also be dissolved by the action of the Montgomery County Board of Commissioners in accordance with the procedure set forth in Tennessee Code Annotated § 7-67-119, if in its wisdom, it determines that the continued existence of the Authority is no longer wise, expedient, or necessary and that all of the indebtedness of the Authority has been satisfied or otherwise provided for. In the event of dissolution, the title to all funds and properties owned by the Authority at the time of such dissolution shall vest in Montgomery County and possession of such funds and properties shall forthwith be delivered to Montgomery County.

6. The section of the Certificate of Incorporation entitled "Conflicts of Interest" is amended in its entirety to read as follows:

The members of the board of directors shall comply with all applicable conflict of interest provisions that apply to the Montgomery County Board of Commissioners, now and in the future existing and as stated in the Tennessee Code Annotated, and the bylaws of the corporation shall include and incorporate comprehensive conflict of interest provisions to comport with those recommendations of the Internal Revenue Service with respect to public benefit not-for-profit corporations.

7. The First Amendment to the Certificate of Incorporation of the Authority was approved by the Board of Directors of the Authority by resolution, attached hereto as Exhibit A, duly adopted by such Board of Directors at a meeting held on \_\_\_\_\_, 2019.

8. The First Amendment to the Certificate of Incorporation of the Authority was approved by the City Council of the City of Clarksville, Tennessee, in accordance with the requirements of Tennessee Code Annotated Section 7-67-107, by resolution duly adopted at a meeting of the City Council held on \_\_\_\_\_, 2019, attached hereto as Exhibit B.

9. The First Amendment to the Certificate of Incorporation of the Authority was approved by the Board of Commissioners of Montgomery County, Tennessee, in accordance with the requirements of Tennessee Code Annotated Section 7-67-107, by resolution duly adopted at a meeting of the Board of Commissioners held on \_\_\_\_\_, 2019, attached hereto as Exhibit C.

10. This first Amendment to the Certificate of Incorporation of the Authority set forth herein shall become effective when filed and approved by the Secretary of State of the State of Tennessee.

IN WITNESS WHEREOF, the undersigned Chair of the Board of Directors of the Authority, has executed this First Amendment to the Certificate of Incorporation on behalf of the Authority as of this \_\_\_\_\_ day of \_\_\_\_\_, 2019.

**THE BOARD OF DIRECTORS OF THE  
CLARKSVILLE-MONTGOMERY COUNTY  
SPORTS AUTHORITY**

By: \_\_\_\_\_  
[Name], Chair

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